

GENWORTH FINANCIAL INC

FORM S-8 POS (Post-Effective Amendment to an S-8 filing)

Filed 04/01/13

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|-------------|--|
| Address | 6620 WEST BROAD STREET RICHMOND, VA 23230 |
| Telephone | 804-281-6000 |
| CIK | 0001276520 |
| Symbol | GNW |
| SIC Code | 6311 - Life Insurance |
| Industry | Insurance (Life) |
| Sector | Financial |
| Fiscal Year | 12/31 |

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

**Post-Effective Amendment No. 1 to
FORM S-8 REGISTRATION STATEMENT NO. 333-181607
Post-Effective Amendment No. 1 to
FORM S-8 REGISTRATION STATEMENT NO. 333-168961
Post-Effective Amendment No. 1 to
FORM S-8 REGISTRATION STATEMENT NO. 333-127474
Post-Effective Amendment No. 1 to
FORM S-8 REGISTRATION STATEMENT NO. 333-115825
UNDER
THE SECURITIES ACT OF 1933**



GENWORTH FINANCIAL, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

80-0873306
(I.R.S. Employer
Identification No.)

**6620 West Broad Street
Richmond, Virginia 23230**
(Address, Including Zip Code, of Principal Executive Offices)

**2012 Genworth Financial, Inc. Omnibus Incentive Plan
Genworth Financial, Inc. Retirement and Savings Plan
Genworth Financial, Inc. Deferred Compensation Plan
2004 Genworth Financial, Inc. Omnibus Incentive Plan**
(Full Title of the Plans)

**Leon E. Roday, Esq.
Senior Vice President,
General Counsel and Secretary
Genworth Financial, Inc.
6620 West Broad Street
Richmond, Virginia 23230
(804) 281-6000**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

John B. Shannon
Alston & Bird LLP
1201 West Peachtree Street, NW
Atlanta, Georgia 30309-3424
(404) 881-7000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

EXPLANATORY NOTE

This Post-Effective Amendment (the “Post-Effective Amendment”) relates to the following Registration Statements on Form S-8 (the “Registration Statements”), filed by Genworth Holdings, Inc. a Delaware corporation (formerly named Genworth Financial, Inc.) (“Genworth Holdings” or “Predecessor Registrant”) with the Securities and Exchange Commission (the “Commission”):

- Registration No. 333-181607, originally covering 16,000,000 shares of Predecessor Registrant’s Class A Common Stock issuable under the 2012 Genworth Financial, Inc. Omnibus Incentive Plan;
- Registration No. 333-168961, originally covering 6,000,000 shares of Predecessor Registrant’s Class A Common Stock issuable under the Genworth Financial, Inc. Retirement and Savings Plan (the “Retirement and Savings Plan”) (together with an indeterminate amount of interests to be offered or sold pursuant to the Retirement and Savings Plan) and \$45,000,000 of Deferred Compensation Obligations issuable under the Genworth Financial, Inc. Deferred Compensation Plan;
- Registration No. 333-127474, originally covering 6,000,000 shares of Predecessor Registrant’s Class A Common Stock issuable under the Retirement and Savings Plan (together with an indeterminate amount of interests to be offered or sold pursuant to the Retirement and Savings Plan) and \$30,000,000 of Deferred Compensation Obligations issuable under the Genworth Financial, Inc. Deferred Compensation Plan, and
- Registration No. 333-115825, originally covering 38,000,000 shares of Predecessor Registrant’s Class A Common Stock issuable under the 2004 Genworth Financial, Inc. Omnibus Incentive Plan.

This Post-Effective Amendment is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the “Securities Act”), by Genworth Financial, Inc., a Delaware corporation (formerly named Sub XLVI, Inc.) (“Genworth Financial”), as the successor registrant to Predecessor Registrant to reflect a reorganization of the Predecessor Registrant into a new holding company structure.

To effect the reorganization, the Predecessor Registrant formed Genworth Financial and in turn caused Genworth Financial to form Sub XLII, Inc., a Delaware corporation and direct, wholly-owned subsidiary of Genworth Financial (“Merger Sub”). The holding company organizational structure was implemented pursuant to Section 251(g) of the General Corporation Law of the State of Delaware (the “DGCL”) by the merger of Merger Sub with and into the Predecessor Registrant (the “Merger”). The Predecessor Registrant survived the Merger as a direct, wholly-owned subsidiary of Genworth Financial and each outstanding share of capital stock of the Predecessor Registrant was converted in the Merger into a share of capital stock of Genworth Financial having the same designations, rights, powers and preferences and the qualifications, limitations and restrictions thereof, as the share of the Predecessor Registrant’s capital stock being converted, and each share of Genworth Financial common stock outstanding was cancelled. Immediately following the Merger, Sub XLVI, Inc. changed its name to Genworth Financial, Inc. and the Predecessor Registrant changed its name to Genworth Holdings, Inc.

Immediately following the Merger, Genworth Financial also entered into an Assignment and Assumption Agreement with Genworth Holdings pursuant to which Genworth Financial assumed all of Genworth Holding’s rights and obligations under all of its employee benefit plans, agreements and arrangements, equity incentive plans and subplans and related agreements, including obligations with respect to the outstanding shares and deferred compensation obligations for distribution pursuant to the 2012 Genworth Financial, Inc. Omnibus Incentive Plan, the 2004 Genworth Financial, Inc. Omnibus Incentive Plan, the Genworth Financial, Inc. Retirement and Savings Plan and the Genworth Financial, Inc. Deferred Compensation Plan.

Following the Merger, Genworth Financial is the successor issuer to the Predecessor Registrant pursuant to Rule 414 under the Securities Act. In accordance with paragraph (d) of Rule 414 under the Securities Act, Genworth Financial hereby expressly adopts the Registration Statements as its own registration statements, including the prospectuses contained in Part I thereof (except as specifically amended by this Post-Effective Amendment) for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Registration fees were paid at the time of filing the original Registration Statements.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

(a) The documents constituting Part I of the Registration Statements will be delivered to participants in the Plans as specified by Rule 428 (b)(1) under the Securities Act. These documents and the documents incorporated by reference in the Registration Statements pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

(b) Upon written or oral request, Genworth Financial will provide, without charge, the documents incorporated by reference in Item 3 of Part II of the Registration Statements. The documents are incorporated by reference in the Section 10(a) prospectus. Genworth Financial will also provide, without charge, upon written or oral request, other documents required to be delivered to employees pursuant to Rule 428(b). Requests for the above mentioned information should be directed to Investor Relations, Genworth Financial, Inc., 6620 West Broad Street, Richmond, Virginia 23230 at (804) 281-6000.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, filed with the Commission are incorporated herein by reference:

- (a) The Predecessor Registrant's Annual Report on Form 10-K for the year ended December 31, 2012;
- (b) The Retirement and Savings Plan's Annual Report on Form 11-K for the year ended December 31, 2011;
- (c) All other reports filed by the Predecessor Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2012;
- (d) Genworth Financial's Current Report on Form 8-K dated April 1, 2013; and
- (e) The description of Genworth Financial's Class A Common Stock, par value \$0.001 per share contained in Genworth Financial's Current Report on Form 8-K dated April 1, 2013, which updates the description of the Predecessor Registrant's Class A Common Stock, par value \$0.001 per share contained in the Predecessor Registrant's Registration Statement on Form S-1 under the Securities Act (Reg. No. 333-112009), which description is incorporated by reference into the Predecessor Registrant's Form 8-A filed with the Commission on May 24, 2004, pursuant to the Exchange Act, and any amendment or report filed for the purpose of further updating such description.

All reports and other documents subsequently filed by Genworth Financial or the Retirement and Savings Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities that remain unsold, shall be deemed to be incorporated by reference in the Registration Statements and to be a part thereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of the Registration Statements to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of the Registration Statements.

Item 4. Description of Securities.

The Registration Statements cover (i) shares of Genworth Financial's Class A Common Stock that may be offered under the 2012 Genworth Financial, Inc. Omnibus Incentive Plan, the 2004 Genworth Financial, Inc. Omnibus Incentive Plan and the Genworth Financial, Inc. Retirement and Savings Plan; (ii) an indeterminate

amount of plan interests that may be offered under the Genworth Financial, Inc. Retirement and Savings Plan; and (iii) deferred compensation obligations (“DCOs”) that may be offered under the Genworth Financial, Inc. Deferred Compensation Plan (the “Deferred Compensation Plan”). The following summary of the DCOs is qualified in its entirety by reference to the Deferred Compensation Plan.

The DCOs offered under the Deferred Compensation Plan represent unfunded obligations of Genworth Financial to pay to participants certain compensation amounts that the participants have elected to defer. The Deferred Compensation Plan is intended to allow certain highly compensated employees to defer the payment of current compensation to future years for tax and financial planning purposes. Subject to the terms and conditions set forth in the Deferred Compensation Plan, each participating employee may elect to defer a portion of his or her salary and/or bonus, and such deferred amounts are credited to the participant’s account. Amounts in a participant’s account will be indexed to one or more deemed investment alternatives chosen by each participant from a range of such alternatives available under the Deferred Compensation Plan. Each participant’s account will be adjusted to reflect the investment performance of the selected investment fund(s), including any appreciation or depreciation.

The DCOs are payable in cash and generally will be paid in either a lump-sum or in annual installments over ten (10) years upon termination of service, or in a specified plan year, as elected by the participant. In the event of an unforeseeable financial hardship, the participant may elect to receive some or all of the deferred amounts and related earnings, subject to approval by the Management Development and Compensation Committee of the Board of Directors of Genworth Financial.

The obligation to pay the balance of each participant’s account will at all times be an unfunded and unsecured obligation of Genworth Financial. Benefits are payable solely from Genworth Financial’s general funds and are subject to the risk of corporate insolvency. Genworth Financial may, but is not required to, establish a grantor trust, which may be a rabbi trust, for the purpose of informally funding the Deferred Compensation Plan. Participants will not have any interest in any particular assets of Genworth Financial by reason of any obligation created under the Deferred Compensation Plan. A participant’s right to the DCOs cannot be sold, transferred, assigned, pledged or encumbered except by a written designation of a beneficiary under the terms of the Deferred Compensation Plan. Any attempt to sell, transfer, assign, pledge or encumber the DCOs will be void.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the DGCL provides that a corporation may indemnify directors and officers, as well as other employees and individuals, against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent of such corporation. The DGCL provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any certificate of incorporation, bylaws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director’s duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for payments of unlawful dividends or unlawful stock repurchases, redemptions or other distributions, or (iv) for any transactions from which the director derived an improper personal benefit.

The certificate of incorporation of Genworth Financial provides that Genworth Financial will indemnify its directors and officers to the fullest extent permitted by law and that no director shall be liable for monetary damages to Genworth Financial or its stockholders for any breach of fiduciary duty, except to the extent provided by applicable law.

Genworth Financial maintains policies of directors’ and officers’ liability insurance.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See the Exhibit Index, which is incorporated herein by reference.

Item 9. Undertakings.

(a) Genworth Financial hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by Genworth Financial pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Genworth Financial hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of Genworth Financial's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of Genworth Financial pursuant to the foregoing provisions, or otherwise, Genworth Financial has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by Genworth Financial of expenses

incurred or paid by a director, officer or controlling person of Genworth Financial in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, Genworth Financial will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on this post-effective amendment to Form S-8 and has duly caused this post-effective amendment to the registration statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richmond, State of Virginia, on this April 1, 2013.

GENWORTH FINANCIAL, INC.

By: /s/ Thomas J. McInerney
Thomas J. McInerney
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|---|---------------|
| <u>/s/ Thomas J. McInerney</u> Thomas J. McInerney | President and Chief Executive Officer; Director (Principal Executive Officer) | April 1, 2013 |
| <u>/s/ Martin P. Klein</u> Martin P. Klein | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | April 1, 2013 |
| <u>/s/ Kelly L. Groh</u> Kelly L. Groh | Vice President and Controller (Principal Accounting Officer) | April 1, 2013 |
| <u>/s/ Steven W. Alesio</u> Steven W. Alesio | Director | April 1, 2013 |
| <u>/s/ William H. Bolinder</u> William H. Bolinder | Director | April 1, 2013 |
| <u>/s/ Nancy J. Karch</u> Nancy J. Karch | Director | April 1, 2013 |
| <u>/s/ Christine B. Mead</u> Christine B. Mead | Director | April 1, 2013 |
| <u>/s/ David M. Moffett</u> David M. Moffett | Director | April 1, 2013 |
| <u>/s/ Thomas E. Moloney</u> Thomas E. Moloney | Director | April 1, 2013 |
| <u>/s/ James A. Parke</u> James A. Parke | Director | April 1, 2013 |
| <u>/s/ James S. Riepe</u> James S. Riepe | Director | April 1, 2013 |
| <u>/s/ G. Kent Conrad</u> G. Kent Conrad | Director | April 1, 2013 |

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this this post-effective amendment to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Richmond, State of Virginia, on this April 1, 2013.

GENWORTH FINANCIAL, INC.

By: /s/ Eric D. Gee

Eric D. Gee
Plan Administrator

**EXHIBIT INDEX
TO
REGISTRATION STATEMENT ON FORM S-8**

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|---|
| 4.1 | Amended and Restated Certificate of Incorporation of Genworth Financial, Inc. (incorporated by reference to Exhibit 3.1 to Genworth Financial, Inc.'s Current Report on Form 8-K dated April 1, 2013) |
| 4.2 | Amended and Restated Bylaws of Genworth Financial, Inc. (incorporated by reference to Exhibit 3.2 to Genworth Financial, Inc.'s Current Report on Form 8-K dated April 1, 2013) |
| 5.1 | Opinion of Alston & Bird LLP (1) |
| 23.1 | Consent of Alston & Bird LLP (included in Exhibit 5.1) |
| 23.2 | Consent of KPMG LLP (1) |
| 24.1 | Power of Attorney (1) |
| 99.1 | Agreement and Plan of Merger, dated as of April 1, 2013, among Genworth Financial, Inc. (renamed Genworth Holdings, Inc.), Sub XLVI, Inc. (renamed Genworth Financial, Inc.) and Sub XLII, Inc. (incorporated by reference to Exhibit 2.1 to Genworth Financial, Inc.'s Current Report on Form 8-K dated April 1, 2013) |
| 99.2 | Assignment and Assumption Agreement, dated as of April 1, 2013, between Genworth Holdings, Inc. and Genworth Financial, Inc. (incorporated by reference to Exhibit 10.1 to Genworth Financial, Inc.'s Current Report on Form 8-K dated April 1, 2013) |
| 99.3 | 2012 Genworth Financial, Inc. Omnibus Incentive Plan (incorporated by reference to the Predecessor Registrant's Current Report on Form 8-K dated May 17, 2012) |
| 99.4 | 2004 Genworth Financial, Inc. Omnibus Incentive Plan (incorporated by reference to Exhibit 10.56 to the Predecessor Registrant's Registration Statement on Form S-1/A (No. 333-112009) |
| 99.5 | First Amendment to the Genworth Financial, Inc. 2004 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Predecessor Registrant's Quarterly Report on Form 10-Q for the period ended September 30, 2007) |
| 99.6 | Second Amendment to the Genworth Financial, Inc. 2004 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Predecessor Registrant's Current Report on Form 8-K dated May 18, 2009) |
| 99.7 | Genworth Financial, Inc. Retirement and Savings Plan (filed as Exhibit 99.1 to the Predecessor Registrant's Registration Statement on Form S-8 filed on August 20, 2010) |
| 99.8 | Amended and Restated Genworth Financial, Inc. Deferred Compensation Plan (incorporated by reference to Exhibit 10.36 to the Predecessor Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008) |

(1) Filed herewith.

In lieu of the opinion of counsel or determination letter contemplated by Item 601(b)(5)(ii) of Regulation S-K with respect to the Retirement and Savings Plan, Genworth Financial hereby confirms that it has submitted the Retirement and Savings Plan and any amendment thereto to the Internal Revenue Service (“IRS”) in a timely manner and has made all changes required by the IRS in order to qualify the Retirement and Savings Plan under Section 401 of the Internal Revenue Code of 1986, as amended.

A LSTON & BIRD LLP

One Atlantic Center
1201 West Peachtree Street
Atlanta, GA 30309-3424

404-881-7000
Fax: 404-253-8876
www.alston.com

John B. Shannon

Direct Dial: 404-881-7466

Email: john.shannon@alston.com

April 1, 2013

Genworth Financial, Inc.
6620 West Broad Street
Richmond, Virginia 23230

Re: Post-Effective Amendment to Registration Statements on Form S-8 –
2012 Genworth Financial, Inc. Omnibus Incentive Plan
Genworth Financial, Inc. Retirement and Savings Plan
Genworth Financial, Inc. Deferred Compensation Plan
2004 Genworth Financial, Inc. Omnibus Incentive Plan

Ladies and Gentlemen:

We have acted as counsel to Genworth Financial, Inc., a Delaware corporation (formerly named Sub XLVI, Inc.) (the “Company”), in connection with the preparation and filing of a Post-Effective Amendment (the “Post-Effective Amendment”) to the following Registration Statements on Form S-8 (the “Registration Statements”), filed by Genworth Holdings, Inc. a Delaware corporation (formerly named Genworth Financial, Inc.) (the “Predecessor Registrant”) with the Securities and Exchange Commission (the “Commission”):

- Registration No. 333-181607, originally covering 16,000,000 shares of Predecessor Registrant’s Class A Common Stock issuable under the 2012 Genworth Financial, Inc. Omnibus Incentive Plan;
- Registration No. 333-168961, originally covering 6,000,000 shares of Predecessor Registrant’s Class A Common Stock issuable under the Genworth Financial, Inc. Retirement and Savings Plan and \$45,000,000 of deferred compensation obligations issuable under the Genworth Financial, Inc. Deferred Compensation Plan;
- Registration No. 333-127474, originally covering 6,000,000 shares of Predecessor Registrant’s Class A Common Stock issuable under the Genworth Financial, Inc. Retirement and Savings Plan and \$30,000,000 of deferred compensation obligations issuable under the Genworth Financial, Inc. Deferred Compensation Plan, and
- Registration No. 333-115825, originally covering 38,000,000 shares of Predecessor Registrant’s Class A Common Stock issuable under the 2004 Genworth Financial, Inc. Omnibus Incentive Plan.

The Company became the successor to the Predecessor Registrant on April 1, 2013, pursuant to a reorganization of the Predecessor Registrant into a new holding company structure. To effect the reorganization, the Predecessor Registrant formed the Company and caused the Company to form Sub XLII, Inc., a Delaware corporation and direct, wholly-owned subsidiary of the Company (“Merger Sub”). The new holding company structure was implemented pursuant to Section 251(g) of the Delaware General Corporation Law by the merger of Merger Sub with and into the Predecessor Registrant (the “Merger”).

The Predecessor Registrant survived the Merger as a direct, wholly-owned subsidiary of the Company, and each outstanding share of capital stock of the Predecessor Registrant was converted in the Merger into a share of capital stock of the Company having the same rights, powers, preferences, qualifications, limitations and restrictions.

Immediately following the Merger, the Company assumed all of the Predecessor Registrant’s rights and obligations under all of its employee benefit plans, agreements and arrangements, equity incentive plans and subplans and related agreements, including obligations with respect to the outstanding shares and deferred compensation obligations for distribution pursuant to the 2012 Genworth Financial, Inc. Omnibus Incentive Plan, the 2004 Genworth Financial, Inc. Omnibus Incentive Plan, the Genworth Financial, Inc. Retirement and Savings Plan and the Genworth Financial, Inc. Deferred Compensation Plan.

In accordance with paragraph (d) of Rule 414 under the Securities Act of 1933, as amended (the “Securities Act”), the Post-Effective Amendment is being filed by the Company, as the successor registrant to Predecessor Registrant, to expressly adopt the Registration Statements as its own registration statements for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Registration Statements, as amended by the Post-Effective Amendment, relate to the offer and sale by the Company of shares of its Class A Common Stock (the “Shares”) under the 2012 Genworth Financial, Inc. Omnibus Incentive Plan, the Genworth Financial, Inc. Retirement and Savings Plan and the 2004 Genworth Financial, Inc. Omnibus Incentive Plan, and deferred compensation obligations under the Genworth Financial, Inc. Deferred Compensation Plan (the four plans, collectively, are referred to as the “Plans”).

We have examined the Amended and Restated Certificate of Incorporation of the Company, the Amended and Restated Bylaws of the Company, records of proceedings of the Board of Directors, or committees thereof, of the Company deemed by us to be relevant to this opinion letter, the Plans and the Registration Statements. We also have made such further legal and factual examinations and investigations as we deemed necessary for purposes of expressing the opinions set forth herein. In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as original documents and the conformity to original documents of all documents submitted to us as certified, conformed, facsimile, electronic or photostatic copies.

As to certain factual matters relevant to this opinion letter, we have relied conclusively upon originals or copies, certified or otherwise identified to our satisfaction, of such other records, agreements, documents and instruments, including certificates or comparable documents of officers of the Company and of public officials, as we have deemed appropriate as a basis for the opinions hereinafter set forth, including without limitation, the Company's representation to us that it has established and will maintain the Deferred Compensation Plan primarily for the purpose of providing compensation to a select group of management or highly compensated employees, as determined under Sections 201(2), 301(3), and 401(1) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). Except to the extent expressly set forth herein, we have made no independent investigations with regard to matters of fact, and, accordingly, we do not express any opinion as to matters that might have been disclosed by independent verification.

Our opinions set forth below are limited to Title I of ERISA, the General Corporation Law of the State of Delaware, applicable provisions of the Constitution of the State of Delaware and reported judicial decisions interpreting such General Corporation Law and Constitution that, in our professional judgment, are normally applicable to transactions of the type contemplated by the Plans, and we do not express any opinion herein concerning any other laws.

We are furnishing this opinion letter pursuant to Item 8 of Form S-8 and Item 601(b)(5) of Regulation S-K. The opinion letter is provided for use in connection with the transactions contemplated by the Registration Statements and may not be used, circulated, quoted or otherwise relied upon for any other purpose without our express written consent. The only opinions rendered by us consist of those matters set forth in the immediately following paragraph, and no opinions may be implied or inferred beyond the opinions expressly stated.

Based on the foregoing, it is our opinion that:

1. The Shares to be issued under the 2012 Genworth Financial, Inc. Omnibus Incentive Plan, the Genworth Financial, Inc. Retirement and Savings Plan and the 2004 Genworth Financial, Inc. Omnibus Incentive Plan are duly authorized, and, when issued by the Company in accordance with the terms of such plans, will be validly issued, fully paid and non-assessable; and

2. The Company has been duly authorized to incur the deferred compensation obligations pursuant to the Deferred Compensation Plan, and the deferred compensation obligations, when incurred in accordance with terms and conditions of the Deferred Compensation Plan, will be valid obligations of the Company to make payment to the holders thereof in accordance with the terms and conditions of the Deferred Compensation Plan; and

3. The Deferred Compensation Plan is exempt from Parts 2, 3, and 4 of Subtitle B of Title I of ERISA (respectively, requirements regarding participation and vesting, funding, and fiduciary responsibility), and the plan document complies with the provisions of ERISA from which such plans are not exempt, including Part 5 of Subtitle B of Title I of ERISA (requirements regarding administration and enforcement).

We consent to the filing of this opinion letter as an exhibit to the Post-Effective Amendment and to the use of our name wherever appearing in the Registration Statements. In

April 1, 2013

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giving such consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

ALSTON & BIRD LLP

By: /s/ John B. Shannon
John B. Shannon, Partner

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Genworth Financial, Inc.:

We consent to the use of our reports dated February 28, 2013, with respect to the consolidated balance sheets of Genworth Holdings, Inc. (formerly known as Genworth Financial, Inc.) as of December 31, 2012 and 2011, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2012, and all related financial statement schedules, and the effectiveness of internal control over financial reporting as of December 31, 2012, and to the use of our report dated June 25, 2012, with respect to the statements of net assets available for plan benefits of the Genworth Financial, Inc. Retirement and Savings Plan as of December 31, 2011 and 2010, the related statement of changes in net assets available for plan benefits for the year ended December 31, 2011, the supplemental schedule H, line 4i - schedule of assets (held at end of year) as of December 31, 2011, and the supplemental schedule H, line 4j - schedule of reportable transactions for the year ended December 31, 2011, all of which are incorporated by reference herein.

Our reports dated February 28, 2013 on the consolidated financial statements and related financial statement schedules, refer to the January 1, 2012 retrospective adoption of guidance relating to the presentation of comprehensive income and a change in accounting for costs associated with acquiring and renewing insurance contracts, and the retrospective change in method of accounting for the liability of future policy benefits for level premium term life insurance policies. The aforementioned reports also refer to a change in the method of accounting for embedded credit derivatives and variable interest entities in 2010.

/s/ KPMG LLP

Richmond, Virginia
April 1, 2013

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, being a director or officer of Genworth Financial, Inc., a Delaware corporation (the "Company"), hereby constitutes and appoints Thomas J. McInerney, Martin P. Klein and Leon E. Roday and each of them individually, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead in any and all capacities, to sign the post-effective amendments to the Registration Statements on Form S-8 (Registration No. 333-181607, Registration No. 333-168961, Registration No. 333-127474 and Registration No. 333-115825) under the Securities Act of 1933, as amended, and any amendments to such Registration Statements, and all post-effective amendments and supplements to such Registration Statements, for the registration of the securities of the Company, each in such form as they or any one of them may approve, and to file the same with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them individually, full power and authority to do and perform each and every act and thing requisite and necessary to be done to the end that such Registration Statements shall comply with the Securities Act of 1933, as amended, and the applicable Rules and Regulations adopted or issued pursuant thereto, as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, as any of them or their substitute or resubstitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has hereunto set his or her hand on the date indicated below.

/s/ Steven W. Alesio

April 1, 2013

Steven W. Alesio
Director

/s/ William H. Bolinder

April 1, 2013

William H. Bolinder
Director

/s/ Nancy J. Karch

April 1, 2013

Nancy J. Karch
Director

/s/ Christine B. Mead

April 1, 2013

Christine B. Mead
Director

/s/ David M. Moffett

April 1, 2013

David M. Moffett
Director

/s/ Thomas E. Moloney

April 1, 2013

Thomas E. Moloney
Director

/s/ James A. Parke

April 1, 2013

James A. Parke
Director

/s/ James S. Riepe

April 1, 2013

James S. Riepe
Director

/s/ G. Kent Conrad

April 1, 2013

G. Kent Conrad
Director